

Response Deadline: October 14, 2011 at 4:00 p.m. (Eastern Time)
Hearing Date and Time: November 4, 2011 at 10:00 a.m. (Eastern Time)

DAVIS POLK & WARDWELL LLP
450 Lexington Avenue
New York, New York 10017
Telephone: (212) 450-4900
Facsimile: (212) 701-5988
Dennis E. Glazer
James I. McClammy

Counsel for International Finance Corporation

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

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In re	: Chapter 11
	:
LEHMAN BROTHERS HOLDINGS, INC., <i>et al.</i> ,	: Case No. 08-13555 (JMP)
	:
Debtors.	: (Jointly Administered)
	:
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**MOTION OF INTERNATIONAL FINANCE CORPORATION
PURSUANT TO RULE 3018(a) OF THE FEDERAL RULES OF
BANKRUPTCY PROCEDURE FOR TEMPORARY ALLOWANCE OF
CLAIMS FOR VOTING PURPOSES**

International Finance Corporation (“IFC”), by and through its undersigned counsel, hereby submits this motion (the “**Motion**”) for entry of an order, pursuant to Rule 3018(a) of the Federal Rules of Bankruptcy Procedure, temporarily allowing the IFC Claims (as defined below) for the purpose of voting to accept or reject the Plan (as defined below), and in support thereof respectfully states as follows:

FACTUAL BACKGROUND

1. On February 11, 1999, IFC and Lehman Brothers Special Financing, Inc. (“**LBSF**”) entered into a 1992 ISDA Master Agreement (as

amended, modified or supplemented from time to time, together with all schedules, exhibits and annexes thereto) (the “**Master Agreement**”). On February 11, 1999, IFC and Lehman Brothers Holdings, Inc. (“**LBHI**”) entered into a guarantee agreement (the “**Guarantee**”), under which LBHI unconditionally and irrevocably guaranteed to IFC the obligations of LBSF under the Master Agreement.

2. Commencing on September 15, 2008, and periodically thereafter, LBHI, and certain of its subsidiaries, including LBSF (collectively, the “**Debtors**”), commenced with this Court voluntary cases under Chapter 11 of Title 11 of the Bankruptcy Code. The Debtors’ Chapter 11 cases have been consolidated for procedural purposes only and are being jointly administered pursuant to Bankruptcy Rule 1015(b).

3. On September 21, 2009, pursuant to the Bar Date Order, IFC filed (i) a proof of claim against LBSF (Claim No. 21858) seeking recovery under the Master Agreement in the amount of \$3,343,311 (the “**LBSF Claim**”) and (ii) a proof of claim against LBHI (Claim No. 21863) seeking recovery under the Guarantee in the amount of \$3,343,311 (the “**LBHI Claim**,” together with the LBSF Proof of Claim, the “**IFC Claims**”). Both proofs of claim were accompanied by an addendum asserting certain additional claims for damages, fees, costs and/or expenses incurred by IFC in connection with the relevant debtor’s failure to perform its obligations under the relevant agreement.

4. On April 18, 2011, the Debtors filed their *One Hundred Twenty-Ninth Omnibus Objection to Claims* (the “**Objection**”). The Objection seeks to

disallow and expunge the IFC Claims on the basis of the Debtors' determination that, "based on the fair, accurate, and reasonable values of the [Master Agreement] and the netting provisions thereunder, the Debtors do not owe any amounts" to IFC, and may in fact be owed amounts by IFC. (Objection ¶ 2.)

5. On May 26, 2011, IFC timely filed a response to the Objection (the "**Response**"), arguing (a) that IFC has proved the validity of its claims; (b) that the Debtors have produced no evidence in support of their Objection, and had not—contrary to their assertions—entered into negotiations with IFC to resolve any potential differences prior to filing the Objection; and (c) that the Debtors' proposed approach—to dissolve and expunge claims upfront, with the mere possibility of alternative dispute resolution procedures at some future point—would be prejudicial to IFC and to other claimants similarly situated. IFC also stressed that it would be willing to enter negotiations with the Debtors and to review and substantively respond to any documentation and analysis provided by the Debtors.

6. Prior to filing the Response, IFC corresponded with the Debtors, who indicated that they were agreeable to entering into negotiations with IFC and would, accordingly, adjourn the hearing on the Objection with respect to the IFC claims (the "**Hearing**"), pending such negotiations. On June 3, 2011, the Court entered an order adjourning the Hearing until June 30, 2011.

7. The Hearing has since been adjourned by the Debtors a further four times. It is currently scheduled for October 27, 2011. Since the initial adjournment on June 3, 2011, IFC has repeatedly inquired about the status of the

Debtors' plans to enter into negotiations with IFC and requested documentation and analysis as a precursor thereto. The Debtors have repeatedly adjourned the Hearing, but no documentation or analysis has been forthcoming. This has prevented IFC from reaching a resolution as to its claims. With the Objection outstanding, IFC would be denied the right to vote its claims.

8. On September 1, 2011, the Debtors filed their *Third Amended Joint Chapter 11 Plan of Lehman Brothers Holdings Inc. and its Affiliated Debtors* (the "**Plan**") and related *Disclosure Statement For Third Amended Joint Chapter 11 Plan* (amended on September 15, 2011) (the "**Disclosure Statement**"). On September 1, 2011, the Court entered an amended order approving the Disclosure Statement (the "**Solicitation Order**"). Pursuant to the Solicitation Order, "[i]f the Debtors have filed an objection to a claim . . . such claim is temporarily disallowed for voting purposes, except as otherwise ordered by the Court." (Solicitation Order 9.) A claimant who wishes to challenge the disallowance of a claim for voting purposes may file a motion requesting temporary allowance of its claim for voting purposes. (*Id.*)

RELIEF REQUESTED

9. IFC seeks entry of an order temporarily allowing the LBSF Claim in the amount of \$3,343,311, and temporarily allowing the LBHI Claim in the amount of \$3,343,311; solely for the purpose of voting to accept or reject the Plan.¹

¹ IFC reserves all of its rights with respect to the merits of the IFC Claims, including the right to be heard with respect to the Objection.

ARGUMENT

10. Pursuant to Bankruptcy Rule 3018(a), the Court may, “after notice and hearing,” “temporarily allow [a claim] in an amount which the court deems proper for the purpose of accepting or rejecting a [Chapter 11] plan.” Fed. R. Bankr. P. 3018(a). The determination as to whether such an allowance ought to be ordered is “committed to the sound discretion” of the Court. *Pension Benefit Guar. Corp. v. Enron Corp.*, 04 Civ. 5499 (HB), 2004 U.S. Dist. LEXIS 21810 (S.D.N.Y. Nov. 1, 2004). The Court should, in exercising this discretion, be guided by the “spirit” of the Bankruptcy Code, “which encourages creditor vote and participation in the reorganization process.” *In re Amarex Inc.*, 61 B.R. 301, 303 (Bankr W. D. Okla. 1985).

11. It would run manifestly contrary to the spirit of the Bankruptcy Code—and, indeed, to common sense—to deprive IFC of its right to vote on the Plan. IFC responded to the Objection more than five months ago. At that time, the Debtors indicated a willingness to enter into negotiations with IFC in an effort to resolve potential differences and, accordingly, adjourned the Hearing. Since then, however, the Debtors have failed to take any steps to initiate such negotiations, including failing to provide IFC with any documentation or analysis that might explain or support their position. Indeed, all communications between the Debtors and IFC with respect to the IFC Claims have been initiated by IFC, which has repeatedly contacted the Debtors to inquire about the status of the Objection and to request such documentation and analysis. On each occasion, the Debtors have simply responded by adjourning the Hearing to a later date.

12. IFC has done all within its power to make progress with respect to the Objection. IFC understands that it is but one of many creditors in these cases and that there are numerous constraints on the Debtors and their advisors. IFC, however, asks that its right to vote not be prejudiced by delay. It should not be disenfranchised because the Debtors have failed to honor their earlier assurances that they would commence negotiations with IFC. As it stated in its Response, IFC remains open to negotiations with the Debtors and to reviewing and substantively responding to any documentation and analysis provided by the Debtors, should it be forthcoming.

CONCLUSION

13. For the reasons stated herein, IFC respectfully requests entry of an order substantially in the form attached hereto (i) temporarily allowing the LBSF Claim in the amount of \$3,343,311 and the LBHI Claim in the amount of \$3,343,311; and (ii) granting such other and further relief as is just and appropriate.

Dated: New York, New York
October 5, 2011

Davis Polk & Wardwell LLP

By: s/ James I. McClammy

Dennis E. Glazer

James I. McClammy

DAVIS POLK & WARDWELL LLP

450 Lexington Avenue

New York, New York 10017

Telephone: (212) 450-4900

Facsimile: (212) 701-5988

Dennis E. Glazer

James I. McClammy

*Counsel for International Finance
Corporation*

UNITED STATES DISTRICT COURT
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In re	: Chapter 11
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LEHMAN BROTHERS HOLDINGS, INC., <i>et al.</i> ,	: Case No. 08-13555 (JMP)
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Debtors.	: (Jointly Administered)
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**ORDER GRANTING MOTION OF INTERNATIONAL FINANCE
CORPORATION PURSUANT TO RULE 3018(a) OF THE FEDERAL
RULES OF BANKRUPTCY PROCEDURE FOR TEMPORARY
ALLOWANCE OF CLAIMS FOR VOTING PURPOSES**

Upon the Motion¹ of International Finance Corporation for entry of an order, pursuant to Rule 3018(a) of the Federal Rules of Bankruptcy Procedure, temporarily allowing the IFC Claims for the purpose of voting to accept or reject the Plan; and it appearing that proper and adequate notice of the Motion has been given and that no other or further notice is necessary; and after due deliberation thereon, and good and sufficient cause appearing therefor,

IT IS HEREBY ORDERED THAT:

1. The Motion is GRANTED.
2. The LBSF Claim (Claim No. 21858) shall be and hereby is temporarily allowed in the amount of \$3,343,311, for the purpose of voting to accept or reject the Plan.

¹ All capitalized terms shall have the meanings ascribed to them in the Motion of International Finance Corporation Pursuant to Rule 3018(a) of the Federal Rules of Bankruptcy Procedure for Temporary Allowance of Claims for Voting Purposes.

3. The LBHI Claim (Claim No. 21863) shall be and hereby is temporarily allowed in the amount of \$3,343,311, for the purpose of voting to accept or reject the Plan.

4. The Court shall retain jurisdiction with respect to all matters arising from or related to the implementation of this Order.

Dated: New York, New York
November __, 2011

HONORABLE JAMES M. PECK
UNITED STATES BANKRUPTCY JUDGE

Response Deadline: October 14, 2011 at 4:00 p.m. (Eastern Time)
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LEHMAN BROTHERS HOLDINGS, INC., <i>et al.</i> ,	: Case No. 08-13555 (JMP)
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Debtors.	: (Jointly Administered)
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**NOTICE OF MOTION OF INTERNATIONAL FINANCE
CORPORATION PURSUANT TO RULE 3018(a) OF THE FEDERAL
RULES OF BANKRUPTCY PROCEDURE FOR TEMPORARY
ALLOWANCE OF CLAIMS FOR VOTING PURPOSES**

PLEASE TAKE NOTICE that upon the Motion of International Finance Corporation (the “**Moving Party**”) for entry of an order, pursuant to Rule 3018(a) of the Federal Rules of Bankruptcy Procedure, temporarily allowing the IFC Claims for the purpose of voting to accept or reject the Plan, dated October __, 2011 (the “**Motion**”),¹ the Moving Party shall move this Court for an order

¹ Capitalized terms used and not otherwise defined herein shall have the meanings ascribed to them in the Motion.

temporarily allowing the IFC Claims solely for the purpose of voting to accept or reject the Plan.

PLEASE TAKE FURTHER NOTICE that any responses to the Motion must be in writing, shall conform to the Federal Rules of Bankruptcy Procedure and the Local Rules of the Bankruptcy Court, and shall be filed and served in accordance with the *Second Amended Order Pursuant to Section 105(a) of the Bankruptcy Code and Bankruptcy Rules 1015(c) and 9007 Implementing Certain Notice and Case Management Procedures*, in each case so as to be received by the Notice Parties (with a copy to the chambers of the Honorable James M. Peck, United States Bankruptcy Judge, One Bowling Green, New York, New York 10004, Courtroom 601) no later than October 14, 2011 at 4:00 p.m.

PLEASE TAKE FURTHER NOTICE that if no responses are timely filed and served with respect to the Motion, the relief requested in the Motion may be granted without a hearing.

Dated: New York, New York
October 5, 2011

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Dennis E. Glazer

James I. McClammy

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450 Lexington Avenue

New York, New York 10017

Telephone: (212) 450-4900

Facsimile: (212) 701-5988

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Corporation*

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LEHMAN BROTHERS HOLDINGS, INC., <i>et al.</i> ,	:	Case No. 08-13555 (JMP)
	:	
Debtors.	:	(Jointly Administered)
	:	

CERTIFICATE OF SERVICE

I, James M. Dean, hereby certify that, on this day, October 5, 2011, I personally caused true and correct copies of the affixed (a) Motion of International Finance Corporation Pursuant to Rule 3018(a) of the Federal Rules of Bankruptcy Procedure for Temporary Allowance of Claims for Voting Purposes, (b) Notice, and (c) Proposed Order to be sent:

(A) By Federal Express, next day delivery, to:

(i) the Chambers of the Honorable James M. Peck, One Bowling Green, New York, New York 10004, Courtroom 601;

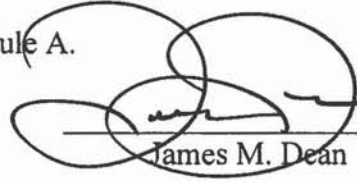
(ii) attorneys for the Debtors, Weil Gotshal & Manges LLP, 767 Fifth Avenue, New York, New York 10153 (Attn: Robert J. Lemon, Esq. and Lee J. Goldberg, Esq.);

(iii) the Office of the United States Trustee for Region 2, 33 Whitehall Street, 21st Floor, New York, New York 10004 (Attn: Tracy Hope Davis, Esq., Elisabetta Gasparini, Esq., and Andrea Schwartz, Esq.); and

(iv) attorneys for the official committee of unsecured creditors appointed in these cases, Milbank, Tweed, Hadley & McCloy LLP, 1 Chase Manhattan Plaza, New York, New York 10005 (Attn: Dennis F. Dunne, Esq., Dennis O'Donnell, Esq., and Evan Fleck, Esq.);

(v) Internal Revenue Service, Special Procedures Branch, 290 Broadway, New York, NY 10017 (Attn: District Director); and

(B) By electronic mail to the parties set forth on Schedule A.



James M. Dean

Schedule A

aaaronson@dilworthlaw.com
aalfonso@willkie.com
abraunstein@riemerlaw.com
acaton@kramerlevin.com
acker@chapman.com
adam.brezine@hro.com
adarwin@nixonpeabody.com
adiamond@diamondmccarthy.com
aeckstein@blankrome.com
aentwistle@entwistle-law.com
afriedman@irell.com
agbanknewyork@ag.tn.gov
aglenn@kasowitz.com
agold@herrick.com
ahammer@freebornpeters.com
aisenberg@saul.com
akantesaria@oppenheimerfunds.com
akantesaria@oppenheimerfunds.com
alum@ftpportfolios.com
amarder@msek.com
amcmullen@boultcummings.com
amenard@tishmanspeyer.com
andrew.brozman@cliffordchance.com
andrew.brozman@cliffordchance.com
andrew.lourie@kobrekim.com
angelich.george@arentfox.com
ann.reynaud@shell.com
anthony_boccanfuso@aporter.com
aoberry@bermanesq.com
aostrow@beckerglynn.com
apo@stevenslee.com
aquale@sidley.com
araboy@cov.com
arahl@reedsmith.com
arheaume@riemerlaw.com
arlbank@pbfc.com
arosenblatt@chadbourn.com
arthur.rosenberg@hklaw.com
arwolf@wlrk.com
aseuffert@lawpost-nyc.com
ashaffer@mayerbrown.com
ashmead@sewkis.com
asnow@ssbb.com
atrehan@mayerbrown.com
atrehan@mayerbrown.com
atrehan@mayerbrown.com
atrehan@mayerbrown.com
aunger@sidley.com

austin.bankruptcy@publicans.com
avenes@whitecase.com
azylberberg@whitecase.com
bankr@zuckerman.com
bankruptcy@goodwin.com
bankruptcy@morrisoncohen.com
bankruptcy@ntexas-attorneys.com
bankruptcymatters@us.nomura.com
barbra.parlin@hklaw.com
barbra.parlin@hklaw.com
bbisignani@postschell.com
bcarlson@co.sanmateo.ca.us
bdk@schlamstone.com
bguiney@pbwt.com
bill.freeman@pillsburylaw.com
bkmail@prommis.com
bmanne@tuckerlaw.com
bmerrill@susmangodfrey.com
bmiller@mofo.com
boneill@kramerlevin.com
brian.corey@greentreecreditsolutions.com
broy@rtlalawfirm.com
bstrickland@wtplaw.com
btrust@mayerbrown.com
btrust@mayerbrown.com
btrust@mayerbrown.com
btrust@mayerbrown.com
bturk@tishmanspeyer.com
bwolfe@sheppardmullin.com
bwolfe@sheppardmullin.com
bzabarauskas@crowell.com
cahn@clm.com
calbert@reitlerlaw.com
canelas@pursuitpartners.com
carol.weinerlevy@bingham.com
cbelisle@wfw.com
cbelmonte@ssbb.com
cbrotstein@bm.net
ceskridge@susmangodfrey.com
cgoldstein@stcwlaw.com
chammerman@paulweiss.com
chardman@klestadt.com
charles_malloy@aporter.com
charles@filardi-law.com
chipford@parkerpoe.com
chris.donoho@lovells.com
christopher.schueller@bipc.com
clarkb@sullcrom.com
clynch@reedsmith.com
cmontgomery@salans.com

cohenr@sewkis.com
cole@gtlaw.com
cousinss@gtlaw.com
cp@stevenslee.com
cp@stevenslee.com
cpappas@dilworthlaw.com
craig.goldblatt@wilmerhale.com
crmomjian@attorneygeneral.gov
cs@stevenslee.com
csalomon@beckerglynn.com
cschreiber@winston.com
cshore@whitecase.com
cshulman@sheppardmullin.com
ctatelbaum@adorno.com
cwalsh@mayerbrown.com
cward@polsinelli.com
cweber@ebg-law.com
cweiss@ingramllp.com
dallas.bankruptcy@publicans.com
dallas.bankruptcy@publicans.com
daniel.guyder@allenoverly.com
dave.davis@isgria.com
david.bennett@tklaw.com
david.crichlow@pillsburylaw.com
david.heller@lw.com
david.seligman@kirkland.com
davids@blbglaw.com
davidwheeler@mvalaw.com
dbalog@intersil.com
dbarber@bsblawyers.com
dbarber@bsblawyers.com
dbaumstein@whitecase.com
dbesikof@loeb.com
dcimo@gjb-law.com
dcoffino@cov.com
dcrapo@gibbonslaw.com
ddavis@paulweiss.com
ddrebsky@nixonpeabody.com
ddunne@milbank.com
deggermann@kramerlevin.com
deggert@freebornpeters.com
demetra.liggins@tklaw.com
deryck.palmer@cwt.com
dfelder@orrick.com
dfelder@orrick.com
dflanigan@polsinelli.com
dgrimes@reedsmith.com
dhayes@mcguirewoods.com
dheffer@foley.com
diconzam@gtlaw.com

djoseph@stradley.com
dkleiner@velaw.com
dkozusko@willkie.com
dlemay@chadbourne.com
dlipke@vedderprice.com
dludman@brownconnery.com
dludman@brownconnery.com
dmcguire@winston.com
dmurray@jenner.com
dneier@winston.com
dodonnell@milbank.com
dove.michelle@dorsey.com
dowd.mary@arentfox.com
dpegno@dpklaw.com
dpiazza@hodgsonruss.com
draelson@fisherbrothers.com
dravin@wolffsamson.com
drose@pryorcashman.com
drosenzweig@fulbright.com
drosner@goulstonstorrs.com
drosner@kasowitz.com
dshaffer@wtplaw.com
dshemano@pwklip.com
dspelfogel@foley.com
dtatge@ebglaw.com
dwdykhous@pbwt.com
dwildes@stroock.com
dworkman@bakerlaw.com
easmith@venable.com
echang@steinlubin.com
ecohen@russell.com
efleck@milbank.com
efriedman@friedumspring.com
egeekie@schiffhardin.com
eglas@mccarter.com
ehollander@whitecase.com
ehollander@whitecase.com
ekbergc@lanepowell.com
elevin@lowenstein.com
eli.mattioli@klgates.com
ellen.halstead@cwt.com
ellen.halstead@cwt.com
ellen.halstead@cwt.com
ellen.halstead@cwt.com
emerberg@mayerbrown.com
eobrien@sbchlaw.com
erin.mautner@bingham.com
eschaffer@reedsmith.com
eschwartz@contrariancapital.com
esmith@dl.com

etillinghast@sheppardmullin.com
ezujkowski@emmetmarvin.com
ezweig@optonline.net
fbp@ppgms.com
feldsteinh@sullcrom.com
ffm@bostonbusinesslaw.com
fhyman@mayerbrown.com
fhyman@mayerbrown.com
fhyman@mayerbrown.com
fishere@butzel.com
francois.janson@hkclaw.com
francois.janson@hkclaw.com
fsosnick@shearman.com
fyates@sonnenschein.com
gabriel.delvirginia@verizon.net
gbray@milbank.com
george.davis@cwt.com
geraci@thalergerter.com
ggitomer@mkbattorneys.com
giddens@hugheshubbard.com
gkaden@goulstonstorrs.com
glenn.siegel@dechert.com
gmoss@riemerlaw.com
gravert@mwe.com
gspilsbury@jsslaw.com
guzzi@whitecase.com
harrisjm@michigan.gov
harveystrickon@paulhastings.com
hbeltzer@mayerbrown.com
heidi@crumbielaw.com
heim.steve@dorsey.com
heiser@chapman.com
heiser@chapman.com
hollace.cohen@troutmansanders.com
holsen@stroock.com
howard.hawkins@cwt.com
howard.hawkins@cwt.com
howard.hawkins@cwt.com
howard.hawkins@cwt.com
howard.hawkins@cwt.com
hseife@chadbourne.com
hsnovikoff@wlrk.com
icatto@mwe.com
igoldstein@dl.com
igoldstein@dl.com
ilevee@lowenstein.com
ilevee@lowenstein.com
info2@normandyhill.com
ira.herman@tklaw.com
isgreene@hhlaw.com

israel.dahan@cwt.com
iva.uroic@dechert.com
jaclyn.genchi@kayescholer.com
jacqueline.marcus@weil.com
james.mcclammy@dpw.com
james.mcclammy@dpw.com
james.sprayregen@kirkland.com
james.sprayregen@kirkland.com
jamestecce@quinnemanuel.com
jamie.nelson@dubaic.com
jar@outtengolden.com
jason.jurgens@cwt.com
jay.hurst@oag.state.tx.us
jay@kleinsolomon.com
jbecker@wilmingtontrust.com
jbeemer@entwistle-law.com
jbeiers@co.sanmateo.ca.us
jbird@polsinelli.com
jbromley@cgsh.com
jcarberry@cl-law.com
jchristian@tobinlaw.com
jdrucker@coleschotz.com
jdyas@halperinlaw.net
jeanites@whiteandwilliams.com
jeannette.boot@wilmerhale.com
jeff.wittig@coair.com
jeffrey.sabin@bingham.com
jeffrey.sabin@bingham.com
jeffrey.sabin@bingham.com
jeffrey.sabin@bingham.com
jeffrey.sabin@bingham.com
jeldredge@velaw.com
jen.premisler@cliffordchance.com
jennifer.demarco@cliffordchance.com
jennifer.gore@shell.com
jeremy.eiden@state.mn.us
jfalowski@reedsmith.com
jflaxer@golenbock.com
jfox@joefoxlaw.com
jfreeberg@wfw.com
jg5786@att.com
jgarrity@shearman.com
jgenovese@gjb-law.com
jguy@orrick.com
jguy@orrick.com
jguy@orrick.com
jherzog@gklaw.com
jhiggins@fdlaw.com
jhorgan@phxa.com
jhuggett@margolisedelstein.com

jhuh@ffwplaw.com
jim@atkinslawfirm.com
jjoyce@dresslerpeters.com
jjtancredi@daypitney.com
jjureller@klestadt.com
jkehoe@btkmc.com
jlamar@maynardcooper.com
jlawlor@wmd-law.com
jlawlor@wmd-law.com
jlee@foley.com
jlevitin@cahill.com
jlipson@crockerkuno.com
jliu@dl.com
jlovi@steptoe.com
jlscott@reedsmith.com
jmaddock@mcguirewoods.com
jmazermarino@msek.com
jmcginley@wilmingtontrust.com
jmelko@gardere.com
jmerva@fult.com
jmmurphy@stradley.com
jmr@msf-law.com
jnm@mccallaraymer.com
john.monaghan@hklaw.com
john.rapisardi@cwt.com
john@crumbielaw.com
joli@crlpc.com
jorbach@hahnhausen.com
joseph.cordaro@usdoj.gov
joshua.dorchak@bingham.com
joshua.dorchak@bingham.com
joshua.dorchak@bingham.com
jowolf@law.nyc.gov
joy.mathias@dubaiic.com
jpintarelli@mofo.com
jpintarelli@mofo.com
jporter@entwistle-law.com
jprol@lowenstein.com
jrabinowitz@rtlalawfirm.com
jrsmith@hunton.com
jschwartz@hahnhausen.com
jsheerin@mcguirewoods.com
jshickich@riddellwilliams.com
jsmairo@pbnlaw.com
jstoll@mayerbrown.com
jsullivan@mosessinger.com
jtimko@shutts.com
jtougas@mayerbrown.com
jtougas@mayerbrown.com
jtougas@mayerbrown.com

jtougas@mayerbrown.com
judy.morse@crowedunlevy.com
jwallack@goulstonstorr.com
jwang@sipc.org
jwcohen@daypitney.com
jweiss@gibsondunn.com
jwest@velaw.com
jwh@njlawfirm.com
karen.wagner@dpw.com
kdwbankruptcydepartment@kelleydrye.com
kdwbankruptcydepartment@kelleydrye.com
kdwbankruptcydepartment@kelleydrye.com
keckhardt@hunton.com
keith.simon@lw.com
ken.coleman@allenoverly.com
ken.higman@hp.com
kerry.moynihan@hro.com
kgwynne@reedsmith.com
kiplok@hugheshubbard.com
kkelly@ebglaw.com
klyman@irell.com
kmayer@mccarter.com
kobak@hugheshubbard.com
korr@orrick.com
kovskyd@pepperlaw.com
kpiiper@steptoe.com
kressk@pepperlaw.com
kreynolds@mklawnc.com
krodriguez@allenmatkins.com
krosen@lowenstein.com
kuehn@bragarwexler.com
kurt.mayr@bgllp.com
lacyr@sullcrom.com
landon@streusandlandon.com
lathompson@co.sanmateo.ca.us
lawallf@pepperlaw.com
lberkoff@moritthock.com
lee.stremba@troutmansanders.com
lee.stremba@troutmansanders.com
lgranfield@cgsh.com
lgranfield@cgsh.com
lhandelsman@stroock.com
linda.boyle@twtelecom.com
lisa.ewart@wilmerhale.com
lisa.kraidin@allenoverly.com
ljkotler@duanemorris.com
lmarinuzzi@mofo.com
lmarinuzzi@mofo.com
lmay@coleschotz.com
lmcgowen@orrick.com

lml@ppgms.com
lnashelsky@mofo.com
loizides@loizides.com
lori.fife@weil.com
lromansic@steptoe.com
lscarcella@farrellfritz.com
lschweitzer@cgsh.com
lschweitzer@cgsh.com
lthompson@whitecase.com
lubell@hugheshubbard.com
lwhidden@salans.com
mabrams@willkie.com
mabrams@willkie.com
maofiling@cgsh.com
maofiling@cgsh.com
maofiling@cgsh.com
maofiling@cgsh.com
maofiling@cgsh.com
marc.chait@sc.com
margolin@hugheshubbard.com
mark.deveno@bingham.com
mark.ellenberg@cwt.com
mark.houle@pillsburylaw.com
mark.sherrill@sutherland.com
martin.davis@ots.treas.gov
marvin.clements@ag.tn.gov
matt@willaw.com
matthew.klepper@dlapiper.com
maustin@orrick.com
mbenner@tishmanspeyer.com
mberman@nixonpeabody.com
mbienenstock@dl.com
mbienenstock@dl.com
mbienenstock@dl.com
mbossi@thompsoncoburn.com
mcademartori@sheppardmullin.com
mccombst@sullcrom.com
mcardone@stradley.com
mcardone@stradley.com
mcardone@stradley.com
mcto@debevoise.com
mdorval@stradley.com
mdorval@stradley.com
melorod@gtlaw.com
meltzere@pepperlaw.com
metkin@lowenstein.com
metkin@lowenstein.com
metkin@lowenstein.com
metkin@lowenstein.com

metkin@lowenstein.com
metkin@lowenstein.com
metkin@lowenstein.com
metkin@lowenstein.com
metkin@lowenstein.com
mfeldman@willkie.com
mgordon@briggs.com
mgreger@allenmatkins.com
mhl@mccallarayer.com
mhopkins@cov.com
michael.frege@cms-hs.com
michael.kelly@monarchlp.com
michael.kim@kobrekim.com
michael.reilly@bingham.com
millee12@nationwide.com
miller@taftlaw.com
mimi.m.wong@irsounsel.treas.gov
mittchell.ayer@tklaw.com
mjacobs@pryorcashman.com
mjacobs@pryorcashman.com
mjedelman@vedderprice.com
mjr1@westchestergov.com
mkjaer@winston.com
mlahaie@akingump.com
mlandman@lcbf.com
mlynch2@travelers.com
mmendez@hunton.com
mmooney@deilylawfirm.com
mmorreale@us.mufg.jp
mneier@ibolaw.com
monica.lawless@brookfieldproperties.com
mpage@kelleydrye.com
mprimoff@kayescholer.com
mprimoff@kayescholer.com
mpucillo@bermanesq.com
mrosenthal@gibsondunn.com
mruezel@whitecase.com
mschimmel@sju.edu
mshiner@tuckerlaw.com
msiegel@brownrudnick.com
mspeiser@stroock.com
mstamer@akingump.com
mvenditto@reedsmith.com
mwarren@mtb.com
ncoco@mwe.com
neal.mann@oag.state.ny.us
ned.schodek@shearman.com
neilberger@teamtogut.com
nherman@morganlewis.com
nissay_10259-0154@mhmjapan.com

nlepore@schnader.com
notice@bkcyllaw.com
oipress@travelers.com
omeca.nedd@lovells.com
otccorpactions@finra.org
paronzon@milbank.com
patrick.oh@freshfields.com
paul.turner@sutherland.com
pbattista@gjb-law.com
pbosswick@ssbb.com
pdublin@akingump.com
peisenberg@lockelord.com
peter.gilhuly@lw.com
peter.macdonald@wilmerhale.com
peter.simmons@friedfrank.com
peter@bankrupt.com
pfeldman@oshr.com
phayden@mcguirewoods.com
pmaxcy@sonnenschein.com
ppascuzzi@ffwplaw.com
ppatterson@stradley.com
ppatterson@stradley.com
ppatterson@stradley.com
psp@njlawfirm.com
ptrostle@jenner.com
pwright@dl.com
r.stahl@stahlzeloe.com
raj.madan@bingham.com
rajohnson@akingump.com
ramona.neal@hp.com
ranjit.mather@bnymellon.com
rbeacher@pryorcashman.com
rbyman@jenner.com
rdaversa@orrick.com
rdaversa@orrick.com
rdaversa@orrick.com
relgidely@gjb-law.com
rfleischer@pryorcashman.com
rfleischer@pryorcashman.com
rfrankel@orrick.com
rfriedman@silvermanacampora.com
rgmason@wlrk.com
rgraham@whitecase.com
rgraham@whitecase.com
rhett.campbell@tklaw.com
rhett.campbell@tklaw.com
richard.krasnow@weil.com
richard.lear@hklaw.com
richard.levy@lw.com
richard.tisdale@friedfrank.com

richard.tisdale@friedfrank.com
richard@rwmplc.com
ritkin@steptoe.com
rjones@boultcummings.com
rleek@hodgsonruss.com
rlevin@cravath.com
rmatzat@hahnhausen.com
rmetzer@willkie.com
robert.bailey@bnymellon.com
robert.dombroff@bingham.com
robert.henoch@kobrekim.com
robert.lemons@weil.com
robert.malone@dbr.com
robert.yalen@usdoj.gov
robertdakis@quinnemanuel.com
robin.keller@lovells.com
robin.keller@lovells.com
roger@magioff.com
ronald.silverman@bingham.com
ronald.silverman@bingham.com
ronald.silverman@bingham.com
rqureshi@reedsmith.com
rreid@sheppardmullin.com
rreid@sheppardmullin.com
rroupinian@outtengolden.com
russell@andrewskurth.com
rterenzi@stcwlaw.com
rtrust@cravath.com
russj4478@aol.com
rwasserman@cftc.gov
rwyron@orrick.com
s.minehan@aozorabank.co.jp
sabin.willett@bingham.com
sabramowitz@velaw.com
sagolden@hhlaw.com
sagrawal@susmangodfrey.com
sally.henry@skadden.com
sandyscafaria@eaton.com
sara.tapinekis@cliffordchance.com
scargill@lowenstein.com
scargill@lowenstein.com
schannej@pepperlaw.com
schepis@pursuitpartners.com
schnabel.eric@dorsey.com
schristianson@buchalter.com
schwartzmatthew@sullcrom.com
scottshelley@quinnemanuel.com
scousins@armstrongteasdale.com
sdnyecf@dor.mo.gov
sehlers@armstrongteasdale.com

sfelderstein@ffwplaw.com
sfineman@lchb.com
sfox@mcguirewoods.com
sgordon@cahill.com
sgubner@ebg-law.com
shannon.nagle@friedfrank.com
sharbeck@sipc.org
shari.leventhal@ny.frb.org
sidorsky@butzel.com
slerner@ssd.com
slevine@brownrudnick.com
sloden@diamondmccarthy.com
smayerson@ssd.com
smillman@stroock.com
smulligan@bsblawyers.com
snewman@katskykorins.com
sory@fdlaw.com
spiotto@chapman.com
splatzer@platzerlaw.com
squigley@lowenstein.com
squigley@lowenstein.com
sree@lcbf.com
sselbst@herrick.com
sshimshak@paulweiss.com
sskelly@teamtogut.com
ssusman@susmangodfrey.com
steele@lowenstein.com
steele@lowenstein.com
steele@lowenstein.com
steele@lowenstein.com
steele@lowenstein.com
steele@lowenstein.com
stephen.cowan@dlapiper.com
steve.ginther@dor.mo.gov
steven.troyer@commerzbank.com
steven.wilamowsky@bingham.com
steven.wilamowsky@bingham.com
steven.wilamowsky@bingham.com
streusand@streusandlandon.com
susan.schultz@newedgegroup.com
susheelkirpalani@quinnemanuel.com
swolowitz@mayerbrown.com
szuch@wiggin.com
tannweiler@greerherz.com
tarbit@cftc.gov
tbrock@ssbb.com
tdewey@dpklaw.com
tduffy@andersonkill.com
tduffy@andersonkill.com
teresa.oxford@invescoaim.com

tgoren@mofo.com
thaler@thalergerter.com
thomas_noguerola@calpers.ca.gov
thomas.califano@dlapiper.com
thomas.ogden@dpw.com
timothy.brink@dlapiper.com
timothy.palmer@bipc.com
tjfreedman@pbnlaw.com
tkarcher@dl.com
tkiriakos@mayerbrown.com
tlauria@whitecase.com
tmacwright@whitecase.com
tmayer@kramerlevin.com
tmayer@kramerlevin.com
tnixon@gklaw.com
toby.r.rosenberg@irscounsel.treas.gov
tony.davis@bakerbotts.com
tslome@msek.com
ttracy@crockerkuno.com
twheeler@lowenstein.com
ukreppel@whitecase.com
vdagostino@lowenstein.com
villa@streusandlandon.com
vmilione@nixonpeabody.com
vmilione@nixonpeabody.com
vrubinstein@loeb.com
walter.stuart@freshfields.com
wanda.goodloe@cbre.com
wballaine@lcbf.com
wbenzija@halperinlaw.net
wcurchack@loeb.com
wfoster@milbank.com
william.m.goldman@dlapiper.com
wiltensburg@hugheshubbard.com
wisotska@pepperlaw.com
wk@pwlawyers.com
wmckenna@foley.com
woconnor@crowell.com
wsilverm@oshr.com
wswearingen@llf-law.com
wtaylor@mccarter.com
wzoberman@bermanesq.com
yamashiro@sumitomotrust.co.jp
yuwatoko@mofo.com